

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

CREIGHTON TAKATA, Individually
and on behalf of all others similarly
situated,

Plaintiff,

v.

RIOT BLOCKCHAIN, INC, *et al.*

Defendants.

Civil No. 3:18-CV-02293(GC)(RLS)

MOTION DATE: October 17, 2022

ORAL ARGUMENT REQUESTED

**DECLARATION OF DANIEL SCOTT CARLTON IN SUPPORT OF THE
RIOT DEFENDANTS' MOTIONS TO DISMISS THE CONSOLIDATED
THIRD AMENDED CLASS ACTION COMPLAINT FOR VIOLATIONS
OF THE FEDERAL SECURITIES LAWS**

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RIOT BLOCKCHAIN, INC., JOHN O'ROURKE, AND MICHAEL BEEGHLEY*

DECLARATION OF DANIEL SCOTT CARLTON

I, Daniel Scott Carlton, declare and state as follows:

1. I am an attorney duly admitted to practice in the State of California and to appear before this Court *pro hac vice*. I am a partner at the firm of Paul Hastings LLP, counsel of record for Defendants Riot Blockchain, Inc. (“Riot”), John O’Rourke (“O’Rourke”), and Michael Beeghley (“Beeghley”) (O’Rourke and Beeghley are collectively referred to herein as the “Individual Defendants”) (Riot and the Individual Defendants are collectively referred to herein as the “Riot Defendants”) in the above-captioned matter. I make this declaration in support of Riot’s Motion to Dismiss the Consolidated Third Amended Class Action Complaint for Violations of the Federal Securities Laws and in support of the Individual Defendants’ Joinder and Motion to Dismiss the Consolidated Third Amended Class Action Complaint for Violations of the Federal Securities Laws. I have personal knowledge of the facts stated herein and, if called upon to testify under oath, I could and would testify competently thereto.

2. Attached hereto as Exhibit “A” is a true and correct copy of Bioptix, Inc.’s March 16, 2017 Form 8-K, and Exhibit 10.1 attached thereto, filed with the SEC.

3. Attached hereto as Exhibit “B” are relevant excerpts from a true and correct copy of Bioptix’s Form 10-K for the fiscal year ending on December 31, 2016, filed with the SEC.

4. Attached hereto as Exhibit “C” are relevant excerpts from a true and correct copy of Bioptix, Inc.’s July 19, 2017 Form S-3 (Amendment No. 1), filed with the SEC.

5. Attached hereto as Exhibit “D” is a true and correct copy of Bioptix, Inc.’s March 22, 2017 Form D, filed with the SEC.

6. Attached hereto as Exhibit “E” are relevant excerpts from a true and correct copy of the SEC’s Form 8-K instructions regarding “INFORMATION TO BE INCLUDED IN THE REPORT,” available at <https://www.sec.gov/files/form8-k.pdf>.

7. Attached hereto as Exhibit “F” are relevant excerpts from a true and correct copy of Riot’s Form 10-K for the fiscal year ending on December 31, 2017, filed with the SEC.

8. Attached hereto as Exhibit “G” is a true and correct copy of the December 11, 2017 *Seeking Alpha* article titled “Riot Blockchain: Sudden Business Pivot, Suspicious Acquisitions, Questionable Special Dividend,” available at <https://seekingalpha.com/article/4131031-riot-blockchain-sudden-business-pivot-suspicious-acquisitions-questionable-special-dividend>.

9. Attached hereto as Exhibit “H” is a true and correct copy of Riot’s October 4, 2017 Form 8-K, and Exhibit 99.1 attached thereto, filed with the SEC.

10. Attached hereto as Exhibit “I” is a true and correct copy of Riot’s November 3, 2017 Form 8-K, filed with the SEC.

11. Attached hereto as Exhibit “J” is a true and correct copy of the SEC’s Litigation Release No. 24765, dated March 11, 2020, available at <https://www.sec.gov/litigation/litreleases/2020/lr24765.htm>.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration is executed on the 18th day of July 2022, at Glendale, California.

/s/ Daniel Scott Carlton
Daniel Scott Carlton